

RECORDATION NO. 29943 -A FILED

OCT 18 2011 -8 00 AM

**SURFACE TRANSPORTATION BOARD**

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October 18, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 30, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Assignment of Lease being filed with the Board under Recordation Number 29943.

The names and addresses of the parties to the enclosed document are

Lessor	First Union Rail Corporation One O'Hare Center 6250 River Road, Suite 5000 Rosemont, IL 60018
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Lessee	Freightcar America, Inc 17 Johns Street Johnstown, PA 15901
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Chief  
Section of Administration  
October 18, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document  
is

14 railcars within the series JAIX 820004 – JAIX 820048 as more  
particularly set forth in the attachment to the document

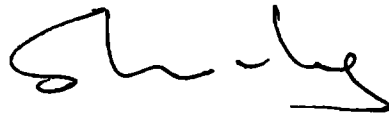
A short summary of the document to appear in the index is

Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the  
undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a stylized flourish at the end.

✓ Edward M Luria

EML/sem  
Enclosures

RECORDATION NO. 29943-A FILED

OCT 13 '11 -8 00 AM

**MEMORANDUM OF LEASE  
(Surface Transportation Board)**

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF LEASE dated as of September 30, 2011, is between FIRST UNION RAIL CORPORATION, a North Carolina corporation (the "Lessor") and FREIGHTCAR AMERICA, INC., a Delaware corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain railcars identified on Schedule 1 attached hereto, under Rider No. 1 dated as of September 30, 2011 and effective as of July 1, 2011 to that certain Railcar Equipment Lease dated as of September 30, 2011 and effective as of July 1, 2011, between Lessor and Lessee (hereinafter together as amended, modified, supplemented and or replaced from time to time referred to as the "Lease")

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FREIGHTCAR AMERICA, INC., AS LESSEE

By: Theodore W. Baun

Name: Theodore W. Baun

Title: SVP, Marketing and Sales

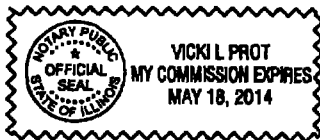
STATE OF )  
 ) ss:  
COUNTY OF )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of COOK this 30<sup>th</sup> day of September, 2011 by Theodore W. Baun, as SVP, Marketing and Sales of FREIGHTCAR AMERICA, INC., a Delaware corporation.

Vicki L. Prot  
Notary Public

My commission expires. \_\_\_\_\_

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION, AS  
LESSOR

By: Richard F. Seymour

Name: Richard F. Seymour

Title: Vice President Sales & Marketing

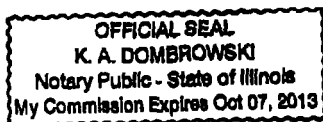
STATE OF ILLINOIS  
COUNTY OF COOK } ss:

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this \_\_\_ day of September, 2011 by Richard F. Seymour, as Vice President of FIRST UNION RAIL CORPORATION.

K. A. Dombrowski  
Notary Public

My commission expires: 10-7-2013

[Notarial Seal]



CHAR11233870

[Signature page to Memorandum of Lease]

## **SCHEDULE 1**

Fourteen (14) 2008 built, three hopper automatic discharge, 280,000 GRL aggregate railcars marked:

JAIX 820004  
JAIX 820006  
JAIX 820024  
JAIX 820035  
JAIX 820036  
JAIX 820037  
JAIX 820038  
JAIX 820040  
JAIX 820041  
JAIX 820043  
JAIX 820044  
JAIX 820045  
JAIX 820046  
JAIX 820048

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 10/18/11

Edward M Luria  
Edward M Luria